

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

Huntsman Corporation

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- (1) Title of each class of securities to which transaction applies: \_\_\_\_\_
- (2) Aggregate number of securities to which transaction applies: \_\_\_\_\_
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): \_\_\_\_\_
- (4) Proposed maximum aggregate value of transaction: \_\_\_\_\_
- (5) Total fee paid: \_\_\_\_\_
- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- (1) Amount Previously Paid: \_\_\_\_\_
- (2) Form, Schedule or Registration Statement No.: \_\_\_\_\_
- (3) Filing Party: \_\_\_\_\_
- (4) Date Filed: \_\_\_\_\_

**HUNTSMAN CORPORATION  
PROXY STATEMENT SUPPLEMENT  
for the  
ANNUAL MEETING OF STOCKHOLDERS  
To Be Held on November 4, 2009**

This Proxy Statement Supplement supplements the Proxy Statement, dated September 25, 2009, previously made available to our stockholders in connection with the solicitation by our Board of Directors of proxies to be voted at the 2009 Annual Meeting of Stockholders to be held at The Woodlands Waterway Marriott Hotel and Convention Center, 1601 Lake Robbins Drive, The Woodlands, Texas, at 8:30 a.m., local time, on Wednesday, November 4, 2009, and any adjournments or postponements thereof. When used in the Proxy Statement Supplement, the term the "Company" refers to Huntsman Corporation.

**Explanatory Note**

The purpose of this Proxy Statement Supplement is to provide information about a change in the Company's policy with respect to payment of tax gross-ups in connection with personal use of Company aircraft. This Proxy Statement Supplement does not modify, amend or supplement the proposals to be acted upon at the Annual Meeting of Stockholders, which are described in the Proxy Statement.

This Proxy Statement Supplement, the Notice of Annual Meeting of Stockholders, the Proxy Statement for the 2009 Annual Meeting of Stockholders and the Annual Report to Stockholders for the fiscal year ended December 31, 2008 of Huntsman Corporation are available at <http://bnymellon.mobular.net/bnymellon/hun>.

This Proxy Statement Supplement is being made available to our stockholders on or about October 15, 2009.

**Aircraft Use Policy**

In May 2009, the Compensation Committee of the Board of Directors of the Company determined that the Company will no longer pay tax gross-ups on personal use of Company aircraft.

